FORM D



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0076

Expires: April 30, 2008
Estimated Average burden hours per form 16.00

36962



FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

Name of Offering: STERLING AMERICAN PROPERTY V-C L.P. (the "Issuer")— Offering of Limited Partnership Interests								
Filing Under (Check box(es) that apply):	☐ Rule 504	☐ Rule 505	Rule 506	☐ Section 4(6)	☐ ULOE			
Type of Filing:	➤ New Filing	☐ Amendment						
	A. Ba	ASIC IDENTIFICA	TION DATA					
1. Enter the information requested about the iss	suer							
Name of Issuer (check if this is an am-	endment and name has	changed, and indicat	te change.)					
STERLING AMERICAN PROPERTY V-C L.P.								
Address of Executive Offices	(Number	and Street, City, State	, Zip Code)	Telephone Number (Inclu	iding Area Code)			
c/o Sterling American Advisors V LLC, 111 Gr	c/o Sterling American Advisors V LLC, 111 Great Neck Road, Great Neck, N.Y. 11021 (516) 773-3800							
Address of Principal Business Operations	(Number	and Street, City, State	, Zip Code)	Telephone Number (Inclu	iding Area Code)			
(if different from Executive Offices)								
Brief Description of Business: To operate as Canada.	a private real estate	investment fund in	vesting in real e	state and real estate asse	ets within the U.S. and			
Type of Business Organization					ACCOCEN			
corporation		ship, already formed	□ o	ther (please specify):	OUESSED			
□ business trust	☐ limited partners	ship, to be formed			JL 2 1 2006			
Actual or Estimated Date of Incorporation or Organization: Month Year								
Jurisdiction of Incorporation: (Enter two-letter U.S. Postal Service Abbreviation for State: CN for Canada; FN for other foreign jurisdiction)								

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Each percention requested for the following: Each percention of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; and of corporate issuers and of corporate general and managing partners of partnership issuers; and of corporate issuers and of corporate general and managing partnership issuers; and of Each general and managing partner of partnership issuers. Check Box(es) that Apply: ☑ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner and Street, City, State, Zip Code) The Chrysler Center, 20% Floor, 666 Third Avenue, New York, NY 10017-4011 Check Box(es) that Apply: ☑ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner ☐ Chrysler Center, 20% Floor, 666 Third Avenue, New York, NY 10017-4011 Check Box(es) that Apply: ☑ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Ox Managing Partner ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or ☐ General and/or ☐ Sterling American Advisors V LLC ☐ (the	A. BASIC IDENTII	FICATION DATA									
Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; Each general and managing partner of partnership issuers. Check Box(s) that Apply:	Enter the information requested for the following:										
Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers. Check Box(es) that Apply:	• Each promoter of the issuer, if the issuer has been organized within the past five years;										
* Each general and managing partner of partnership issuers. Check Box(es) that Apply:	• Each beneficial owner having the power to vote or dispose, or direct the vo	• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Partner Full Name (Last name first, if individual) Sterling Equities, Inc. ("Sterling") Business or Residence Address (Number and Street, City, State, Zip Code) 111 Great Neck Road, New York, New York 11021 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Anaging Partner Full Name (Last name first, if individual) American Securities Capital Partners, L.P. ("ASCP") Business or Residence Address (Number and Street, City, State, Zip Code) The Chrysler Center, 29° Floor, 666 Third Avenue, New York, NY 10017-4011 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) American Securities, L.P. ("AS") Business or Residence Address (Number and Street, City, State, Zip Code) The Chrysler Center, 29° Floor, 666 Third Avenue, New York, NY 10017-4011 Check Box(es) that Apply: Number and Street, City, State, Zip Code) The Chrysler Center, 29° Floor, 666 Third Avenue, New York, NY 10017-4011 Check Box(es) that Apply: Promoter Beneficial Owner Securities Director Managing Partner Full Name (Last name first, if individual) Sterling American Advisors V LLC (the "General Partner" or "GP") Business or Residence Address (Number and Street, City, State, Zip Code) The Chrysler Center, 29° Floor, 666 Third Avenue, New York, NY 10017-4011 Check Box(es) that Apply: Promoter Beneficial Owner Securities Director General and/or Managing Partner Full Name (Last name first, if individual) Sterling American Advisors V LLC (the "General Partner" or "GP") Business or Residence Address (Number and Street, City, State, Zip Code) The Chrysler Center, 29° Floor, 666 Third Avenue, New York, New Yor	 Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and 										
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Business or Residence Address (Number and Street, City, State, Zip Code) 111 Great Neck Road, New York, New York 11021 Check Box(es) that Apply:											
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Business or Residence Address (Number and Street, City, State, Zip Code) 111 Great Neck Road, New York, New York 11021 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer of Sterling; Managing Partner	Full Name (Last name first, if individual)				<u> </u>						
Business or Residence Address (Number and Street, City, State, Zip Code) 111 Great Neck Road, New York, New York 11021 Check Box(es) that Apply:	Sterling American Advisors V LLC (the "General Parti	ner" or "GP")									
Check Box(es) that Apply:											
Check Box(es) that Apply:	111 Great Neck Road, New York, New York 11021										
	Check Box(es) that Apply:	of Sterling;									
Full Name (Last name first, if individual)	Full Name (Last name first, if individual)	1 Timespai of the General 1	artici								
	` ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' ' '										
Wilpon, Richard A. Business or Residence Address (Number and Street, City, State, Zip Code)											
c/o Sterling Equities, Inc., 111 Great Neck Road, New York, New York 11021 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or		√ Evenutive Officer	D Director	П с-	1 3/						
Check Box(es) that Apply:	Check Box(es) that Apply:		Director								
Principal of the General Partner		O ,	artner								
Full Name (Last name first, if individual)	Full Name (Last name first, if individual)										
Katz, Michael	Katz, Michael										
Business or Residence Address (Number and Street, City, State, Zip Code)											
c/o Sterling Equities, Inc., 111 Great Neck Road, New York, New York 11021	c/o Sterling Equities, Inc., 111 Great Neck Road, New York, New York 11021										
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		A. BASIC IDENTII	ICATION DATA						
2. Enter the information rec	quested for the follow	ring:							
• Each promoter of the iss	uer, if the issuer has b	een organized within the pas	st five years;						
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;									
 Each executive officer as 	 Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and 								
Each general and managing partner of partnership issuers.									
CL ID () II I I	1 B	7 p 6		П В:					
Check Box(es) that Apply:	Promoter [☐ Beneficial Owner	Executive Officer of Sterling;	☐ Director	General and/or Managing Partner				
			Principal of the General P	artner	ividitaging 1 atulei				
Full Name (Last name first, if indiv	idual)								
Osterman, Thomas									
	lumber and Street, Ci	ty, State, Zip Code)							
•		• • •	11021						
c/o Sterling American Advisors V L Check Box(es) that Apply:		Beneficial Owner	Executive Officer	☐ Director	General and/or				
Check Box(es) that Apply.	riomotei t	- Beneficial Owner	of Sterling;	□ Director	Managing Partner				
		N	Member of GPs Investment Co	ommittee					
Full Name (Last name first, if indiv	idual)				·				
Katz, Saul B.									
Business or Residence Address (N	lumber and Street, Ci	ty, State, Zip Code)							
c/o Sterling American Advisors V L	LC, 111 Great Neck	Road, New York, New York	11021						
Check Box(es) that Apply:	Promoter [☐ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or				
			of Sterling;		Managing Partner				
Full Name (Last name first, if indivi	idual)		Member of GP's Investment C	ommittee					
	,								
Wilpon, Fred Business or Residence Address (N	Jumber and Street, Ci	ty State Zin Code)							
•	-	. ,	11001						
Chesta Base (sa) that Applies T				☐ Director	General and/or				
Check Box(es) that Apply:	Promoter [☐ Beneficial Owner	of Sterling;	□ Director	General and/or Managing Partner				
		N	Member of GP's Investment C	ommittee					
Full Name (Last name first, if indivi	idual)								
Tepper, Marvin									
Business or Residence Address (N	lumber and Street, Cit	ty, State, Zip Code)							
c/o Sterling American Advisors V L			11021						
		Beneficial Owner		☐ Director	General and/or				
Check Box(es) that Apply.		- Beneficial Owner	of Sterling;	- Brector	Managing Partner				
		N	1ember of GP's Investment C	ommittee					
Full Name (Last name first, if indivi	idual)								
Katz, Gregory									
Business or Residence Address (N	umber and Street, Cit	ty, State, Zip Code)							
c/o Sterling American Advisors V L	LC, 111 Great Neck	Road, New York, New York	11021						
Check Box(es) that Apply:	Promoter [Beneficial Owner	Executive Officer	☐ Director	☐ General and/or				
•••			of Sterling;		Managing Partner				
D 1137 (7) 2 10 10 10 10 10 10 10 10 10 10 10 10 10		N	Member of GP's Investment C	ommittee					
Full Name (Last name first, if indivi	dual)								
Katz. David M.	, , , , , , , , , , , , , , , , , , , ,	0							
Business or Residence Address (N	umber and Street, Cit	ry, State, Zip Code)							
c/o Sterling American Advisors V L									
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2. Enter the information rec	avosted for the fello	A. BASIC IDENT	FICATION DATA						
·									
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	• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;								
 Each executive officer as 	 Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and 								
Each general and manag									
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or				
			of Sterling; Member of GP's Investment C	Committee	Managing Partner				
Full Name (Last name first, if indiv	idual)								
Wilpon, Jeffrey S.									
Business or Residence Address (N	Number and Street, C	City, State, Zip Code)							
c/o Sterling American Advisors V L	LC, 111 Great Neck	Road, New York, New Yor	k 11021						
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		☐ Director	☐ General and/or				
			of AS; Member of GP's Investment C		Managing Partner				
Full Name (Last name first, if indivi	idual)		Member of GP's investment C	ommuee					
,	,								
Steinmann, David P. Business or Residence Address (N	Jumber and Street C	City State Zin Code)							
c/o American Securities, L.P., The C									
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer of AS;	☐ Director	☐ General and/or Managing Partner				
			Member of GP's Investment C	Committee	Withing ing 1 thrifter				
Full Name (Last name first, if indivi	idual)								
Varet, Elizabeth									
Business or Residence Address (N	Number and Street, C	City, State, Zip Code)							
c/o American Securities, L.P., The O	Chrysler Center, 29 th	Floor, 666 Third Avenue, N	ew York, NY 10017-4011						
Check Box(es) that Apply:		☐ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or				
			of ASCP;		Managing Partner				
T. 11.27 /T			Member of GP's Investment C	ommittee					
Full Name (Last name first, if indivi	idual)								
Klein, Charles D.									
Business or Residence Address (N	Jumber and Street, C	City, State, Zip Code)							
c/o American Securities Capital Par				10017-4011					
Check Box(es) that Apply:] Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or				
			of ASCP; Member of GP's Investment C	ommittee	Managing Partner				
Full Name (Last name first, if indivi	idual)								
Fisch, Michael G.									
	Number and Street, C	City. State. Zip Code)							
· ·			Think A	10017 4011					
Charles Pour(se) that Apply		Beneficial Owner	Executive Officer	□ Director	☐ General and/or				
Check Box(es) that Apply:	1 Promoter	Belleficial Owlief	Member of the General P		Managing Partner				
Full Name (Last name first, if indivi	idual)								
Sterling Advisors V LLC									
Business or Residence Address (N	lumber and Street, C	City, State, Zip Code)							
111 Great Neck Road, New York, N									
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 	-	A. BASIC IDENT	IFICATION DATA						
2. Enter the information	2. Enter the information requested for the following:								
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• Each beneficial own	er having the power t	o vote or dispose, or direct the	vote or disposition of, 10% or r	nore of a class of eq	uity sec	urities of the issuer;			
Each executive office	er and director of cor	porate issuers and of corporate	general and managing partners	of partnership issue	rs; and				
Each general and m	anaging partner of par	tnership issuers.							
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer Member of the General Pa	Director		General and/or Managing Partner			
Full Name (Last name first, if i	ndividual)	···········	Wember of the General La	ither		wanaging rainer			
2800 SAP V Associates,	LLC								
Business or Residence Address		t, City, State, Zip Code)							
c/o American Securities, L.P.,	The Chrysler Center, 2	29th Floor, 666 Third Avenue, N	lew York, NY 10017-4011						
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director		General and/or Managing Partner			
Full Name (Last name first, if i	ndividual)								
Business or Residence Address	(Number and Stree	t, City, State, Zip Code)							
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director		General and/or Managing Partner			
Full Name (Last name first, if i	ndividual)								
Business or Residence Address	(Number and Stree	t, City, State, Zip Code)							
	/T.1				<u> </u>				
	(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)								

Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?						В. І	NFORMA	ATION A	BOUT O	FFERING	j				
Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?							,		,					Yes	No
2. What is the minimum investment that will be accepted from any individual? 3. Does the offering permit joint ownership of a single unit? 4. Enter the Information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remarkation for soficiation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer value of eacher, you may set from the information for that broker or dealer. If more than five (5) persons to be listed are associated persons or similar remarkation for a broker or dealer value associated persons or agent of a broker or dealer, you may set from the information for that broker or dealer only. Full Name (Last name first, if individual) None (*) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [H] [D] [MT] [NE] [NV] [NH] [NJ] [NN] [NV] [NV] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TN] [TN] [VT] [VA] [WA] [WV] [WT] [WV] [PR] Full Name (Last name first, if individual) None (*) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [H] [D) [MT] [NE] [NV] [NH] [NJ] [NM] [NV] [NV] [WV] [WV] [WV] [WV] [WV] [PR] Full Name (Last name first, if individual) None (*) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [H] [D) [MT] [NS] [NV] [NH] [NJ] [NM] [NV] [NV] [NV] [WV] [WV] [WV] [WV] [WV] [WV] [WV] [W	1.	Has the issue	r sold, or de	oes the issue	er intend to	-				•		•••••			\boxtimes
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

^(*) This minimum may be lowered at the discretion of the General Partner.

(**) At the present, no persons have been engaged to solicit investors for the issuer although the issuer may in the future utilize the services of such persons.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price (1)	Amount Already Sold (2)
	Debt	\$0	\$0
	Equity	\$ <u> </u>	\$0
	□ Common □ Preferred		
	Convertible Securities (including warrants)	\$ <u> </u>	\$ <u>0</u>
	Partnership Interests	\$ <u>660,000,000</u>	\$ <u>419,420,000</u>
	Other (specify)	\$0	\$
	Total	\$ <u>660,000,000</u>	\$419,420,000
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number investors (2)	Aggregate Dollar Amount of Purchases (2)
	Accredited Investors		\$ <u>419.420.000</u>
	Non-accredited Investors	N/A	\$N/A
	Total (for filings under Rule 504 only)	N/A	\$ <u>N/A</u>
3.	Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		
	Type of offering	T	Dollar Amount
	Rule 505	Type of Security N/A	Sold \$N/A
	Regulation A	N/A	\$N/A
	Rule 504	N/A	\$N/A
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	N/A	\$ <u>N/A</u>
	Transfer Agent's Fees	🔀	\$_0
	Printing and Engraving Costs	X	\$(See #3 Below)
	Legal Fees	🗵	\$(See #3 Below)
	Accounting Fees	X	\$(See #3 Below)
	Engineering Fees.	X	\$ <u>0</u>
	Sales Commissions (specify finders' fees separately)	X	\$ 0 (3)
	Other Expenses (identify) (Blue sky fees; marketing expenses; travel)	X	\$(See #3 Below)
	Total	X	\$ <u>750,000 (3)</u>

⁽¹⁾ The combined total aggregate offering price reflects a combined total of capital commitments that the G.P. reserves the right to accept from limited partners in Sterling American Property V-C L.P. (the "Issuer") and in any parallel entity making a simultaneous offering of securities on the same terms (the "Parallel Fund").

(2) The number of investors and the total amount sold represents a combined total amount already sold by the Issuer and by any Parallel Fund to U.S. and non-U.S. persons, including the General Partner's commitment.

⁽³⁾ The Issuer and any Parallel Fund will each bear their pro-rata share of the legal, travel and other organizational expenses incurred with the Funds' formation, up to a combined aggregate maximum amount of \$750,000. No placement fees, if any, will be borne by the Issuer or the limited partners.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	b. Enter the difference between the aggregate total expenses furnished in response to Part C - Q the issuer."	\$ <u>659,250,000 (4)</u>					
5.	the purposes shown. If the amount for any purposes	proceeds to the issuer used or proposed to be used for each of ose is not known, furnish an estimate and check the box to the isted must equal the adjusted gross proceeds to the issuer set					
				Payments to Officers, Directors, and Affiliates		Payments to Others	
	Salaries and fees			\$_(5)		\$	
	Purchases of real estate			\$		\$	
	Purchase, rental or leasing and installation of made	chinery and equipment		\$		\$	
	Construction or leasing of plant buildings and fac-	cilities		\$		\$	
	Acquisition of other businesses (including the va may be used in exchange for the assets or securit	lue of securities involved in this offering that ies of another issuer pursuant to a merger)		\$		\$	
	Repayment of indebtedness			\$		\$	
	Working capital			\$		\$	
	Other (specify): <u>Investments</u>			\$	X	\$659,250,000	
	Column Totals			\$_(5)	X	\$659,250,000	
	Total Payments Listed (column totals added)			× <u>×</u>	59,250	,000_	
		D. FEDERAL SIGNATURE		·			
an ı		the undersigned duly authorized person. If this notice is filed un urities and Exchange Commission, upon written request of its sta f Rule 502.					
İssı	uer (Print or Type)	Signatufe		Date			
ST	ERLING AMERICAN PROPERTY V-C L.P.	Williely		June 1	, 20	06	
Nai	ne of Signer (Print or Type)	Title of Signer (Print or Type)					
	: Sterling American Advisors V LLC, its neral Partner	Michael Katz, Principal of the Go	ene	ral Partn	er		
	Reflects the combined adjusted gross proceed The General Partner will be entitled to receive	eds to the Issuer and to any Parallel Fund. we an annual management fee at a rate as reflected in the	Issue	r's confidentia	l offeri	ng materials.	

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)